#: 4740

UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF INDIANA INDIANAPOLIS DIVISION

MAX MINDS, LLC,)	
Plaintiff,)	
v.)	Case No.: 1:24-cv-00779-JPH-MG
TRIANGLE EXPERIENCE GROUP, INC., et al.,)	
Defendants.)	

DECLARATION OF JANNA CLARE

I, Janna Clare, declare as follows:

- I am the Chief Financial Officer of Triangle Experience Group, Inc. ("TEG") and have served as CFO for TEG since its inception. I am over the age of eighteen and make this Declaration on my own information, knowledge, and belief. I submit this Declaration in connection with TEG's opposition to the amended motion for preliminary injunction filed by plaintiff Max Minds, LLC ("Max").
- 2. TEG and Max entered into the 2020 Joint Venture Agreement (the "JVA") to memorialize their collaboration to develop, market, and sell to the US federal government customer an improved virtual joint operations communication software program.
- The JVA provided specific terms directed to monetary payments and shared 3. revenue between TEG and Max.

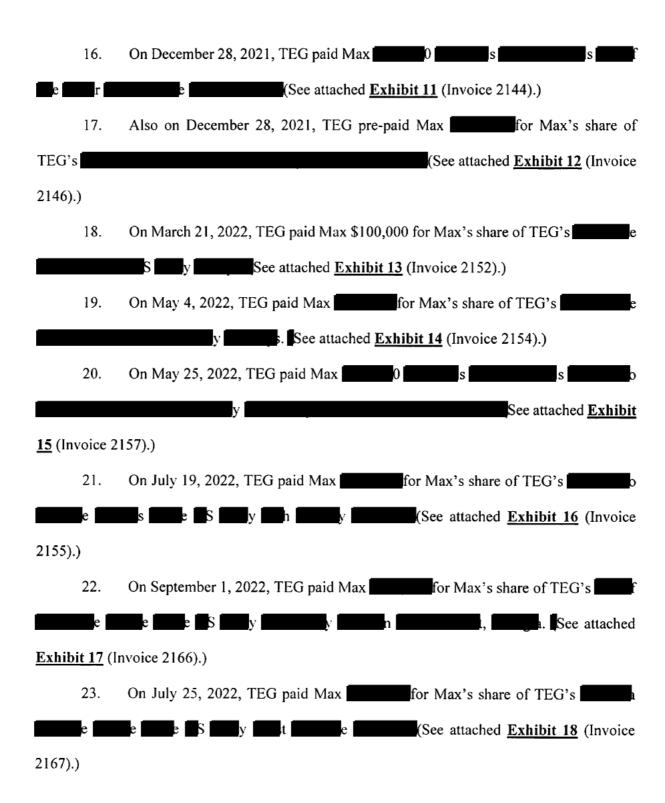
The Scheduled "Retainer" Payments

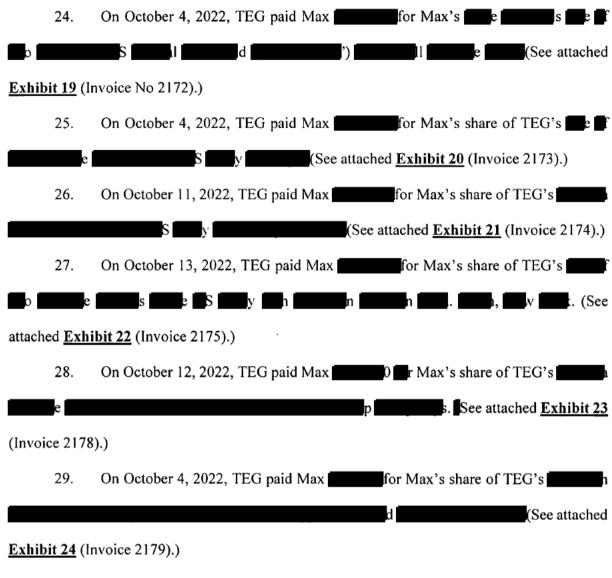
4. The first page of the JVA includes a section titled "Retainer." That section sets forth a schedule of payments to be made by TEG to Max, some of which were "commensurate and contingent upon government funds."

- 5. According to the JVA's terms, these "Retainer" payments were to be used by Max for engineering services relating to the joint development of the software customized for use by the federal government customer.
 - TEG paid to Max all of the payments required by the JVA's payment schedule. 6.
- 7. On January 30, 2020, TEG paid to Max As reflected in the attached "paid" Max Invoice TEG2001, TEG paid Max for 3 months of Max's joint development engineering services from February through April 2020. According to the JVA, this first "retainer" payment was the only guaranteed payment not contingent upon TEG's receipt of government funding. The additional payment under this invoice was for approved travel expenses. (Exhibit 1.)
- 8. On August 4, 2020, as reflected in the attached "paid" Max Invoice TEG2003, TEG for 3 months of Max's engineering services from May 2020 through July 2020. (Exhibit 2.)
- 9. On July 15, 2020, as reflected in the attached "paid" Max Invoice TEG2005, TEG paid Max the monthly retainer payment of for Max's engineering services in August 2020. (Exhibit 3.) According to the JVA, monthly payments of would be payable by TEG to Max for each successive month thereafter until the sales revenue for the software reached per year or more.
- 10. On August 15, 2020, as reflected in the attached "paid" Max Invoice TEG2006, TEG paid Max the next monthly retainer payment of for September 2020 engineering services. (Exhibit 4.)
- 11. On December 14, 2020, as reflected in the attached "paid" Max Invoice TEG2008. TEG paid Max the monthly payment for October 2020 engineering services. (Exhibit 5.)

The TEG and Max Revenue Share Payments

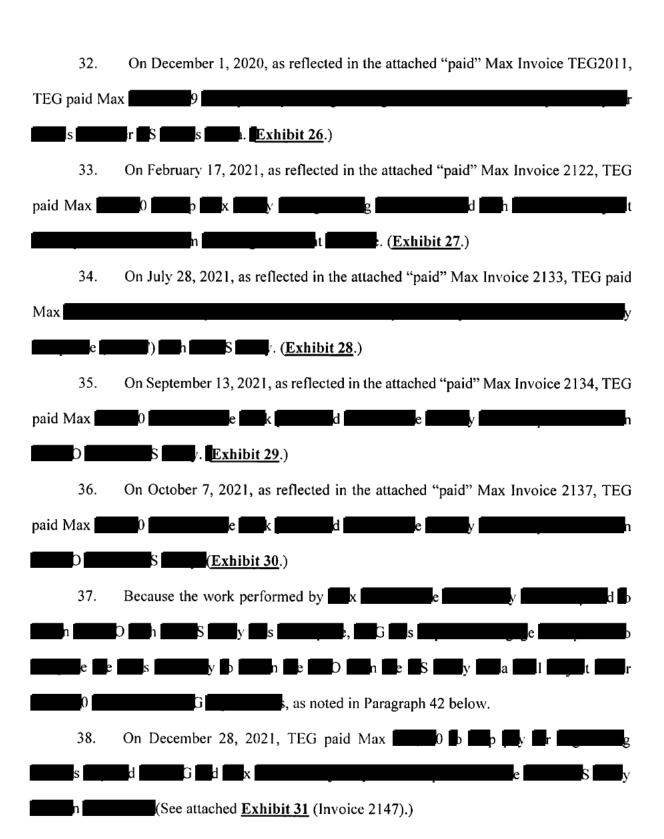
- 13. The third page of the JVA includes a section titled "TEG and Max revenue share." That section stated that, with limited exceptions, TEG and Max would share 50/50 "on total sale of Haptic Federal product and user license sales in federal customer and opportunity business space."
- 14. On October 26, 2020, TEG paid Max a total of for Max's revenue share for (1) a 90 day pilot of the software sold by TEG for the form of the amount of (Invoice TEG2007)) and (2) for the form of the software for this revenue share several months earlier (in June) in order to help defray the costs of engineering services associated with the customization of the software for the form of the software for
- 15. On February 17, 2021, as reflected in the attached "paid" Max Invoice 2120, TEG paid Max for Max's revenue share for for max's revenue share for for the software sold by TEG. (Exhibit 10.)



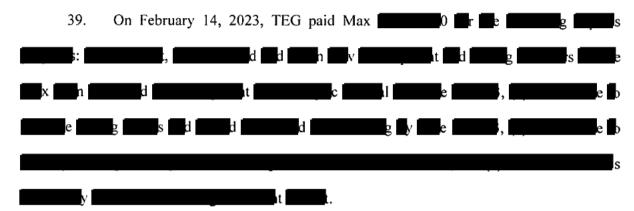


TEG's Additional Payments to Max

- 30. TEG's payment of funds to support Max's collaboration in the joint development of the software was not limited to the scheduled payments under the JVA or the revenue split.
- 31. On December 7, 2020, as reflected in the attached "paid" Max Invoice TEG2010. TEG paid Max to help defray the engineering costs for work directed specifically for TEG's customer 18th Airborne. (Exhibit 25.)

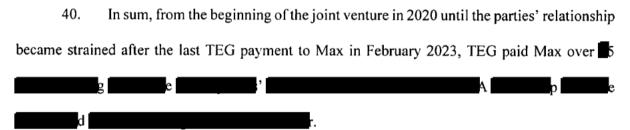


TEG's Final 2023 Payment and Accounting to Date



Document 151-1

#: 4746



- 41. In addition to the funds paid directly to Max in connection with the joint development of the software, TEG also purchased third-party licenses for platforms necessary to assist TEG and Max in their testing and development of the software. For example, TEG purchased the license required to scan and test the source code for vulnerabilities and other critical issues needed to remediate in order to fulfill the government customer's software needs.
- 42. TEG also paid to engage third parties y and h
- 43. TEG made no further payments to Max after this February payment because Max failed to remediate the and another manufacture and the relationship between the parties deteriorated, resulting in the current lawsuits.

- 44. TEG continues, however, to maintain and account for Max's 50% share of software sales revenue according to the terms of the JVA.
- Since TEG made the last revenue share payment to Max, 45. s **E**d Barrans s Erbi of the associated revenue to TEG has been and is being accounted for so that TEG may compensate Max for its share depending on how the two current lawsuits are resolved.

In accordance with 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed January 28, 2025

Janna Clare

EXHIBIT

Case 1:24-cv-00779-JPH-MG

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Max Minds, LLC 3175145000

4142 Pete Dye Blvd Carmel, Indiana 46033 United States

M MAX

Billed To

Janna Clare
Triangle Experience Group
11182 Hopson Road
Asland, Virginia
23005
United States

Date of Issue 01/30/2020

Due Date 01/30/2020

Invoice Number

TEG2001

Amount Due (USD)

\$0.00

Description	Rate	Qty	Line Total
CLIN 1: Services Retainer for Engineering Services 1 Feb – 30 Apr 2020: \$45k, payable on or before 01 Feb 2020		I	
CLIN 2: TRAVEL Travel (01/22/20 - 01/24/20) Travel to Richmond for Brandon and Bobby - approved by Rob Clare		I	
	Subtotal Tax		0.00
	Total Amount Paid		
	Amount Due (USD)		\$0.00

Notes

Per Agreement, "MAX will develop and engineer capabilities to support the customer needs. TEG and MAX will partner together to deliver capabilities to the end user in the federal customer space."

EXHIBIT

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Max Minds, LLC 3175145000

4142 Pete Dye Blvd Carmel, Indiana 46033 United States

Billed To

Janna Clare
Triangle Experience Group
11182 Hopson Road
Asland, Virginia
23005
United States

Date of Issue 04/16/2020

Due Date 04/30/2020

Invoice Number TEG2003 Amount Due (USD)

\$0.00

Description	Rate	Qty	Line Total
CLIN 1: Services Retainer for Engineering Services 1 May – 30 July 2020: payable on or before 01 May 2020		I	
	Subtotal _		
	Tax Total Amount Paid		0.00
	Amount Due (USD)		\$0.00

Notes

Per Agreement, "MAX will develop and engineer capabilities to support the customer needs. TEG and MAX will partner together to deliver capabilities to the end user in the federal customer space."

EXHIBIT

Filed 02/28/25 Page 14 of 72 PageID

Max Minds, LLC 3175145000

4142 Pete Dye Blvd Carmel, Indiana 46033 United States

M MAX

Billed To

Janna Clare
Triangle Experience Group
11182 Hopson Road
Asland, Virginia
23005
United States

Date of Issue 07/15/2020

Due Date 07/31/2020

Invoice Number TEG2005 Amount Due (USD)

\$0.00

Description	Rate	Qty	Line Total
CLIN 1: Services August Retainer for Engineering Services per agreement			
	Subtotal		
	Tax		0.00
	Total Amount Paid		
	Amount Due (USD)		\$0.00

Notes

Per Agreement, "MAX will develop and engineer capabilities to support the customer needs. TEG and MAX will partner together to deliver capabilities to the end user in the federal customer space."

EXHIBIT

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Max Minds, LLC 3175145000 4142 Pete Dye Blvd Carmel, Indiana 46033 United States

Billed To
Janna Clare
Triangle Experience Group
11182 Hopson Road
Asland, Virginia
23005
United States

Date of Issue 08/14/2020

Due Date 08/31/2020 Invoice Number TEG2006 Amount Due (USD)

Description	Rate	Qty	Line Total
CLIN 1: Services September Retainer for Engineering Services per agreement		1	
	Subtotal Tax		0.00
	Total Amount Paid		0.00
	Amount Due (USD)		

Notes

Per Agreement, "MAX will develop and engineer capabilities to support the customer needs. TEG and MAX will partner together to deliver capabilities to the end user in the federal customer space."

CONFIDENTIAL TEG00028316

EXHIBIT

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Max Minds, LLC 3175145000 4142 Pete Dye Blvd Carmel, Indiana 46033 United States



Billed To

Janna Clare Triangle Experience Group 11182 Hopson Road Asland, Virginia 23005 United States Date of Issue 09/18/2020

Due Date 09/30/2020

Invoice Number TEG2008 Amount Due (USD)

\$0.00

Description	Rate	Qty	Line Total
CLIN 1: Services October Retainer for Engineering Services per agreement		1	
	Subtotal		
	Tax		0.00
	Total		
	Amount Paid		
	Amount Due (USD)		\$0.00

Notes

Per Agreement, "MAX will develop and engineer capabilities to support the customer needs. TEG and MAX will partner together to deliver capabilities to the end user in the federal customer space."

CONFIDENTIAL TEG00000979

EXHIBIT

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Max Minds, LLC 3175145000 4142 Pete Dye Blvd Carmel, Indiana 46033 United States

M MAX

Billed To

Janna Clare Triangle Experience Group 11182 Hopson Road Asland, Virginia 23005 United States Date of Issue 09/18/2020

Due Date 10/03/2020 Invoice Number TEG2007 Amount Due (USD)

\$0.00

Description	Rate	Qty	Line Total
CLIN 1: Services		1	
	Subtotal		
	Tax		0.00
	Total Amount Paid		
	Amount Due (USD)		\$0.00

Notes

Per Agreement, "MAX will develop and engineer capabilities to support the customer needs. TEG and MAX will partner together to deliver capabilities to the end user in the federal customer space."

Terms

Special Terms we agreed to:

CONFIDENTIAL TEG0000980

EXHIBIT

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Max Minds, LLC 3175145000

Amount Due (USD)

4142 Pete Dye Blvd Carmel, Indiana 46033 United States

Billed To
Janna Clare
Triangle Experience Group
11182 Hopson Road
Asland, Virginia
23005
United States

Date of Issue 06/07/2020

Due Date 07/31/2020 Invoice Number TEG2004 Amount Due (USD)

Description Rate Qty Line Total

CLIN 1: Services Subtotal

Tax 0.00

Total

Amount Paid

Notes

Terms

Special Terms we agreed to: upon delivery of installer, when TEG

CONFIDENTIAL TEG00028317

EXHIBIT

Filed 02/28/25

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INVOICE

MAX MINDS, LLC 4142 Pete Dye Blvd Carmel, IN 46033 Brandon Fischer brandon@maxminds.com 317-514-5000

BILLED TO

Triangle Experience Group c/o Janna Clare 11182 Hopson Road Ashland, VA 23005 MAX INVOICE #

T2004-1

CUSTOMER PO#

N/A

INVOICE DATE:

June 7, 2020

INVOICE TOTAL:

Description	Unit Cost	Qty	Amount
CLIN 1: SERVICES	N/A	N/A	
Payment 1 of 3	, , , , ,	1077	

Subtotal:	

Sales Tax: N/A

Grand Total:



CONFIDENTIAL TEG00040460

EXHIBIT

Filed 02/28/25

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INVOICE

MAX MINDS, LLC 4142 Pete Dye Blvd Carmel, IN 46033 Brandon Fischer brandon@maxminds.com 317-514-5000

BILLED TO

Triangle Experience Group c/o Janna Clare 11182 Hopson Road Ashland, VA 23005 MAX INVOICE #

T2004-2

CUSTOMER PO#

N/A

INVOICE DATE:

June 7, 2020

INVOICE TOTAL:

Description	Unit Cost	Qty	Amount
CLIN 1: SERVICES			
Payment 2 of 3	N/A	N/A	

Subtotal:	

Sales Tax: N/A

Grand Total:



CONFIDENTIAL TEG00040459

EXHIBIT 10

Case 1:24-cv-00779-JPH-MG

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Max Minds, LLC 3175145000

4142 Pete Dye Blvd Carmel, Indiana 46033 United States

M MAX

Billed To

Notes

Pricing above has been discounted (50% OFF),

Janna Clare
Triangle Experience Group
11182 Hopson Road
Asland, Virginia
23005
United States

Date of Issue 02/01/2021

Due Date 02/15/2021

Invoice Number

2120

Amount Due (USD)

\$0.00

Description	Rate	Qty	Line Total
CLIN 1: Services		2	
	Subtotal Tax		0.00
	Total Amount Paid		
	Amount Due (USD)		\$0.00

EXHIBIT 11

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MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds com

INVOICE

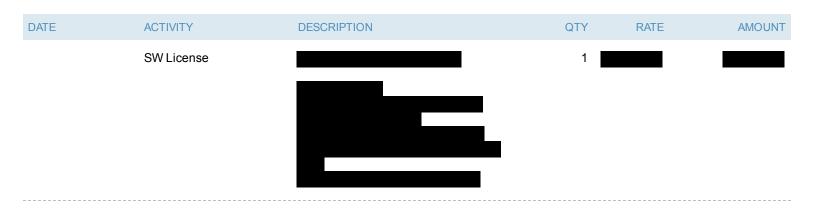
BILL TO

Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA INVOICE 2144

DATE 11/27/2021

TERMS Net 45

DUE DATE 01/11/2022



Pricing above haas been discounted (50% OFF), based on customer verbal commitment to purchase 20+ server licenses

BALANCE DUE

Buyer: US Army PEO C3T Mission Command, BMD 6560 Surveillance Loop, Bldg 6007

Aberdeen Proving Ground, MD 21005

> EXHIBIT 12

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MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds com

INVOICE

BILL TO

Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA INVOICE 2146

DATE 12/17/2021

TERMS Net 15

DUE DATE 12/31/2021

DATE	ACTIVITY	DESCRIPTION	QTY	RATE	AMOUNT

We will provide these license keys upon request, within one business day, at which time the 12 month license term will begin. The license term will commence no later than January 31, 2022

Pricing above has been discounted (50% OFF), based on customer verbal commitment to purchase 20+ server licenses

BALANCE DUE



> EXHIBIT 13

Filed 02/28/25

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MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds com



INVOICE

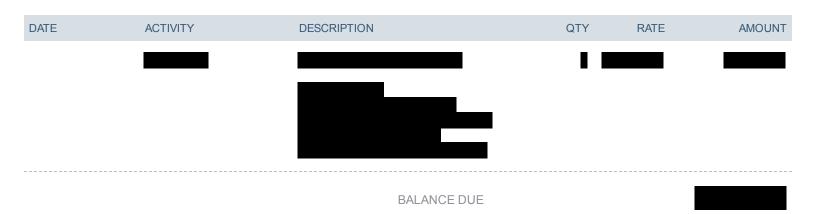
BILL TO

Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA INVOICE 2152

DATE 02/17/2022

TERMS Net 30

DUE DATE 03/19/2022



> EXHIBIT 14

Case 1:24-cv-00779-JPH-MG

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MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds.com



INVOICE

BILL TO

Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA INVOICE 2154

DATE 03/22/2022

TERMS Net 30

DUE DATE 04/21/2022



Document 151-1

Filed 02/28/25

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MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds.com



INVOICE

BILL TO

Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA
 INVOICE
 2157

 DATE
 04/09/2022

 TERMS
 Pay on Pay

 DUE DATE
 06/08/2022



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MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds.com



INVOICE

BILL TO

Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA

 INVOICE
 2155

 DATE
 04/06/2022

 TERMS
 Pay on Pay

 DUE DATE
 06/05/2022



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MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds.com



INVOICE

BILL TO

Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA

 INVOICE
 2166

 DATE
 07/20/2022

 TERMS
 Pay on Pay

 DUE DATE
 09/18/2022



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MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds.com



INVOICE

BILL TO

Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA

 INVOICE
 2167

 DATE
 07/25/2022

 TERMS
 Pay on Pay

 DUE DATE
 09/23/2022



Document 151-1 #: 4785 Filed 02/28/25

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MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds com



INVOICE

BILL TO

Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA

 INVOICE
 2172

 DATE
 10/04/2022

 TERMS
 Pay on Pay

 DUE DATE
 12/03/2022



Document 151-1 #: 4787 Filed 02/28/25

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MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds.com



INVOICE

BILL TO

Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA INVOICE 2173

DATE 10/04/2022

TERMS Pay on Pay

DUE DATE 12/03/2022



Document 151-1 #: 4789 Filed 02/28/25

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MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds.com



INVOICE

BILL TO

Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA INVOICE 2174

DATE 10/11/2022

TERMS Pay on Pay

DUE DATE 12/10/2022



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MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds.com



INVOICE

BILL TO

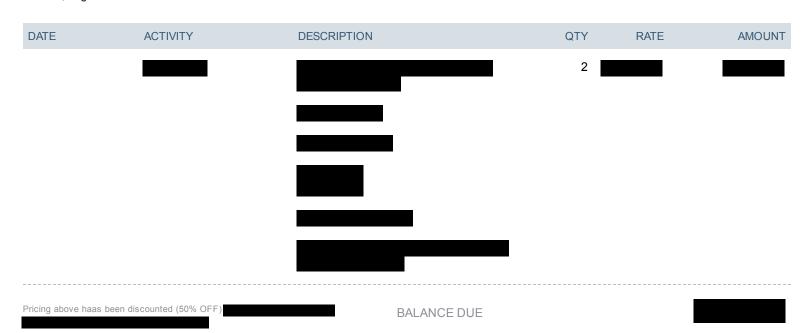
Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA

 INVOICE
 2175

 DATE
 10/13/2022

 TERMS
 Pay on Pay

 DUE DATE
 12/12/2022



Document 151-1 #: 4793 Filed 02/28/25

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MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds com



INVOICE

BILL TO

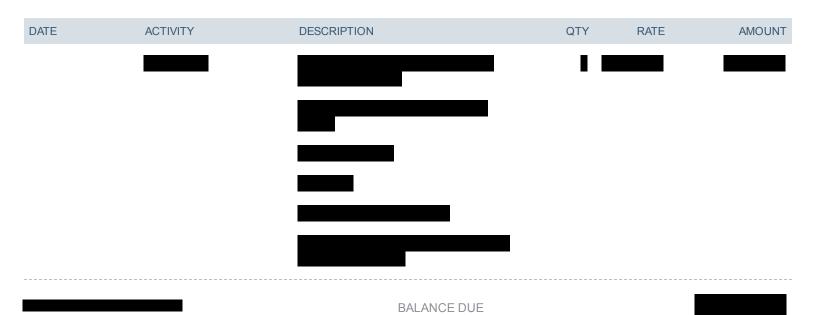
Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA

 INVOICE
 2178

 DATE
 10/12/2022

 TERMS
 Pay on Pay

 DUE DATE
 12/11/2022



Document 151-1 #: 4795 Filed 02/28/25

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MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds.com



INVOICE

BILL TO Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA INVOICE 2179

DATE 10/04/2022

TERMS Net 30

DUE DATE 11/03/2022

DATE	ACTIVITY	DESCRIPTION	QTY RA	TE AMOUNT
	Annual Software License			
		BALANCE DUE		



Max Minds, LLC 3175145000

4142 Pete Dye Blvd Carmel, Indiana 46033 United States

Billed To Janna Clare Triangle Experience Group 11182 Hopson Road Asland, Virginia 23005 United States Date of Issue 10/19/2020

Due Date 11/03/2020

Invoice Number TEG2010 Amount Due (USD)



CONFIDENTIAL TEG00040343

Document 151-1 #: 4798 Subtotal Tax

Case 1:24-cv-00779-JPH-MG

Filed 02/<u>28/25</u> Page 59 of 72 PageID

Total

Amount Paid

Amount Due (USD)



Max Minds, LLC 3175145000

4142 Pete Dye Blvd Carmel, Indiana 46033 United States

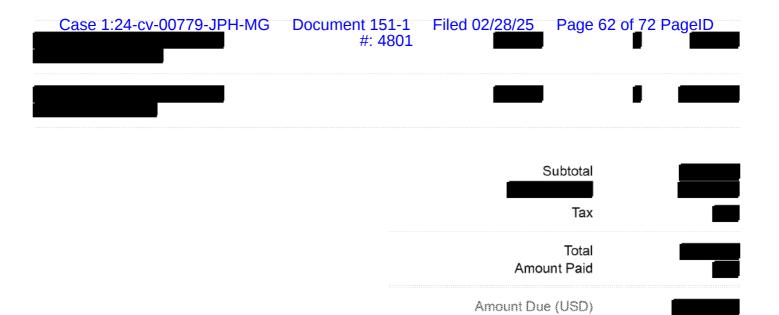
Billed To
Janna Clare
Triangle Experience Group
11182 Hopson Road
Asland, Virginia
23005
United States

Date of Issue 10/19/2020

Due Date 11/03/2020 Invoice Number TEG2011 Amount Due (USD)



CONFIDENTIAL TEG00040346



Document 151-1 #: 4803 Filed 02/28/25

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Max Minds, LLC 3175145000

4142 Pete Dye Blvd Carmel, Indiana 46033 United States

Мих

Billed To

Janna Clare Triangle Experience Group 11182 Hopson Road Asland, Virginia 23005 United States Date of Issue 02/01/2021

Due Date 02/15/2021

Invoice Number

2122

Amount Due (USD)

\$0.00

Description	Rate	Qty	Line Total
		-	
	Subtotal		
	Tax		
	Total Amount Paid		
	Amount Due (USD)		\$0.00

Document 151-1 #: 4805 Filed 02/28/25

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Max Minds, LLC 3175145000 4142 Pete Dye Blvd Carmel, Indiana 46033 United States

Billed To

Notes

Janna Clare Triangle Experience Group 11182 Hopson Road Asland, Virginia 23005 United States Date of Issue 07/15/2021

Due Date 07/30/2021

Invoice Number

2133

Amount Due (USD)

\$0.00

Description	Rate	Qty	Line Total
	\$0.00	1	\$0.00
	Subtota	I	
	Tax	<	0.00
	Tota Amount Paid		
	Amount Due (USD)	\$0.00

Document 151-1 #: 4807 Filed 02/28/25

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Max Minds, LLC 3175145000 4142 Pete Dye Blvd Carmel, IN 46033



Billed To Janna Clare Triangle Experience Group 11182 Hopson Road Asland, VA 23005 Date of Issue 08/16/2021

Due Date 08/31/2021

Invoice Number 2134

Amount Due (USD)

\$0.00

Rate	Qty	Line Tota
	1	
\$0.00	1	\$0.00
Subto	otal	
7	Гах	0.00
Amount Due (US	SD)	\$0.00
	\$0.00 Subto	1

Notes

CONFIDENTIAL TEG00000608

Document 151-1 #: 4809 Filed 02/28/25

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Max Minds, LLC 3175145000 4142 Pete Dye Blvd Carmel, IN 46033



Billed To Janna Clare Triangle Experience Group 11182 Hopson Road Asland, VA 23005 Date of Issue 09/15/2021

Due Date 09/30/2021

Invoice Number 2137

Amount Due (USD)

\$0.00

Description	Rate	Qty	Line Tota
		1	
	\$0.00	1	\$0.00
	Subtotal Tax		0.00
	Total Amount Paid		
	Amount Due (USD)		\$0.00

Notes

CONFIDENTIAL TEG00000610

MaxMinds

12400 N Meridian St Ste 175 Carmel, IN 46032 US +1 3175145000 accounting@maxminds com

INVOICE

BILL TO

Triangle Engineering Group Janna Clare 11182 Hopson Road Ashland, Virginia 23005 USA

 INVOICE
 2147

 DATE
 12/17/2021

 TERMS
 Net 15

 DUE DATE
 12/31/2021

DATE	ACTIVITY	DESCRIPTION	QTY	RATE	AMOUNT
Engineering Services Provided in 2021		BALANCE DUE			
Pricing above has	been discounted (50% OFF),				